

UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM Received MAY 18 2006 Kurtzman Carson <small>Claim #05980 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)</small> <small>THIS SPACE IS FOR COURT USE ONLY</small>	
Name of Debtor Delphi Automotive Systems LLC			Case Number 05-44640
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): PBR Knoxville LLC			<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent: PBR Knoxville LLC Attn: Pres Lawhon 10215 Caneel Dr. Knoxville, TN 37931 Telephone number: (865) 670-1313			
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated: 5/2/06	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: Date goods shipped:		3. If court judgment, date obtained:	
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed See reverse side for important explanations.			
Unsecured Nonpriority Claim \$ 9,157,458.38* *(\$10,511,688.65 less recoupments of \$1,285,921.47**) <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. **less secured claim/ setoff of \$68,308.80		Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <u>Setoff</u> Value of Collateral: \$ 68,308.80 Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	
Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
5. Total Amount of Claim at Time Case Filed:		\$9,157,458.38 \$68,308.80 0 \$9,225,767.18 (unsecured) (secured) (priority) (Total)	
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; transform: rotate(-5deg);"> RECEIVED MAY 16 2006 CLAIMS PROCESSING CENTER USBC, SDNY </div>	
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date 11 MAY 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <div style="text-align: right;"> Pres Lawhon General Manager </div>		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to



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APPENDIX TO PBR KNOXVILLE LLC PROOF OF CLAIM

PBR Knoxville LLC ("PBR Knoxville") holds pre-petition claims against Delphi Automotive Systems LLC ("Delphi Automotive" or the "Debtor")¹ as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Automotive. The numerous invoices, purchase orders, contracts and other supporting documents are too voluminous to attach to the Claim. However, PBR Knoxville has attached hereto a summary of its Claim.

PBR Knoxville is a party to various pre-petition agreements and arrangements with Delphi Automotive, pursuant to which PBR Knoxville could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Knoxville reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Automotive or any of the Debtors.

PBR Knoxville further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Knoxville's agreements, arrangements and dealings with Delphi Automotive. PBR Knoxville further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

¹ The contracts, purchase orders and other documents that form the basis for the claims are between PBR Knoxville and Delphi Energy & Chassis Systems. While Delphi Automotive's Schedule F lists PBR Knoxville as a creditor and its Schedule G lists executory contracts with PBR Knoxville, PBR Knoxville is uncertain if Delphi Energy & Chassis Systems is a division of Delphi Automotive or Delphi Corporation. Therefore, out of an abundance of caution, PBR Knoxville is filing identical claims in both cases.

PBR Knoxville LLC
Delphi Prepetition Debt

OUTSTANDING DEBT DUE TO PBR	PBR
1. Product Delivered & Debt Due	
Product	10,511,688.65
Tooling	
Obsolete inventory claims	
Other claims	
Other claims	
SUB TOTAL	10,511,688.65
TOTAL DEBT DUE FROM DELPHI TO PBR	10,511,688.65
2. Deduct PBR debt due to Delphi	
Discounts for Accelerated Payments	(37,367.28)
Pad Pass Thru - 1/1/05 - 6/30/05	(982,150.51)
Pad Pass Thru - 1/1/05-10/07/05	(156,984.00)
Pad Pass Thru - 10/08/05 - 12/31/05	(41,664.00)
Other claims - Accepted Cost Recovery	(9,044.00)
Overpayments- productivity credits not taken	(58,711.68)
TOTAL DEBT DUE FROM PBR TO DELPHI	(1,285,921.47)
NET DEBT DUE FROM DELPHI TO PBR before set	9,225,767.18

Note 1

Note 2

Note 3

Note 3

Note 1: See attached detail for invoice number, ship date and amount.

	<u>Contract Number</u>	<u>Part Number</u>	<u>Amount</u>
Note 2: \$982,150.51 Pad pass thru	550003173	18041703/4	\$ 208,165.10
	550000694	18041703/4	\$ -
	550038367	18049691/2	\$ 157,157.55
	550004986	18044786/7	\$ 16,994.21
	550053219	18084569/70	\$ -
	550050403	18084569/70	\$ 456,560.52
	550006253	18048556/7	\$ 143,273.13
		Total	\$ 982,150.51
Note 3: \$156,984 and \$41,664 pad pass thru	550004986	18044786/7	\$ 198,648.00
Set Off / Secured Claim: Overpayments - invoice paid by Bosch			\$ 68,308.80
Total Unsecured Claim			\$9,157,458.38
Grand Total			\$9,225,767.18

PBR Knoxville LLC
Delphi Outstanding Amounts
Detail Listing

Invoice	Ship Date	Amount
24561	7/29/2005	8,961.66
24975	8/30/2005	40,175.10
24981	8/30/2005	40,175.10
24988	8/31/2005	17,745.99
24989	8/31/2005	418.34
24993	9/1/2005	99,389.70
24996	8/31/2005	44,677.92
24998	8/31/2005	44,634.74
25001	8/31/2005	44,677.92
25002	8/31/2005	67,038.88
25003	8/31/2005	67,082.08
25011	9/1/2005	49,093.58
25016	9/1/2005	49,093.58
25017	9/1/2005	67,038.88
25018	9/1/2005	43,146.00
25019	9/1/2005	67,038.88
25020	9/1/2005	27,089.28
25022	9/1/2005	107,865.00
25023	9/2/2005	49,093.58
25026	9/2/2005	49,115.56
25029	9/2/2005	49,093.58
25030	9/2/2005	67,038.88
25031	9/2/2005	75,465.72
25032	9/2/2005	67,082.08
25034	9/2/2005	32,381.46
25035	9/2/2005	74,495.52
25037	9/2/2005	129,438.00
25039	9/6/2005	44,655.94
25041	9/6/2005	44,655.94
25043	9/6/2005	129,438.00
25045	9/6/2005	44,655.94
25047	9/6/2005	44,655.94
25049	9/6/2005	44,677.92
25051	9/6/2005	44,699.92
25053	9/6/2005	54,178.56
25054	9/7/2005	72,160.00
25055	9/7/2005	77,697.40
25057	9/7/2005	53,617.60
25059	9/7/2005	53,617.60
25062	9/7/2005	53,617.60
25064	9/7/2005	53,617.60
25065	9/7/2005	75,465.72
25067	9/7/2005	53,617.60
25068	9/7/2005	86,292.00
25070	9/7/2005	40,633.92
25071	9/8/2005	49,158.76

PBR Knoxville LLC
Delphi Outstanding Amounts
Detail Listing

Invoice	Ship Date	Amount
25074	9/8/2005	53,617.60
25075	9/8/2005	49,158.76
25077	9/8/2005	4,119.33
25078	9/8/2005	15,938.48
25079	9/8/2005	2,503.21
25080	9/8/2005	20.59
25081	9/8/2005	1,486.43
25082	9/8/2005	57,213.51
25083	9/8/2005	43,428.09
25084	9/8/2005	53,617.60
25086	9/8/2005	61,744.68
25087	9/8/2005	49,158.76
25089	9/8/2005	74,495.52
25090	9/8/2005	54,710.52
25091	9/9/2005	53,617.60
25093	9/9/2005	53,617.60
25095	9/9/2005	49,136.76
25098	9/9/2005	53,617.60
25099	9/9/2005	75,465.72
25101	9/9/2005	53,617.60
25103	9/9/2005	132,550.08
25104	9/9/2005	74,495.52
25106	9/9/2005	129,438.00
25114	9/12/2005	75,465.72
25120	9/12/2005	110,204.55
25121	9/12/2005	74,495.52
25124	9/12/2005	129,438.00
25191	9/19/2005	49,136.76
25193	9/19/2005	49,136.76
25195	9/19/2005	49,136.76
25198	9/19/2005	49,136.76
25203	9/19/2005	49,136.76
25207	9/20/2005	49,114.78
25209	9/20/2005	49,114.78
25211	9/20/2005	49,114.78
25214	9/20/2005	49,114.78
25216	9/20/2005	49,114.78
25218	9/20/2005	74,495.52
25221	9/20/2005	49,051.16
25223	9/21/2005	53,638.82
25225	9/21/2005	53,638.82
25227	9/21/2005	53,617.60
25229	9/21/2005	1,433.98
25230	9/21/2005	17,041.34
25231	9/21/2005	17,041.34
25232	9/21/2005	672.52

PBR Knoxville LLC
Delphi Outstanding Amounts
Detail Listing

Invoice	Ship Date	Amount
25233	9/21/2005	92,455.34
25234	9/21/2005	58,676.32
25235	9/21/2005	2,705.98
25237	9/21/2005	90,200.00
25238	9/21/2005	75,465.72
25240	9/21/2005	53,617.60
25242	9/21/2005	53,617.60
25244	9/21/2005	74,495.52
25245	9/21/2005	111,482.46
25247	9/21/2005	26,884.98
25249	9/21/2005	26,798.58
25252	9/21/2005	129,438.00
25254	9/21/2005	49,136.76
25256	9/21/2005	53,617.60
25258	9/21/2005	49,136.76
25260	9/21/2005	43,146.00
25264	9/21/2005	40,153.90
25266	9/21/2005	74,495.52
25269	9/21/2005	40,153.12
25272	9/23/2005	44,677.92
25274	9/23/2005	49,136.76
25276	9/23/2005	44,677.92
25278	9/23/2005	75,465.72
25281	9/23/2005	44,677.92
25283	9/23/2005	49,136.76
25285	9/23/2005	43,146.00
25288	9/23/2005	74,495.52
25290	9/23/2005	129,438.00
25291	9/23/2005	31,365.82
25294	9/26/2005	49,136.76
25296	9/26/2005	49,136.76
25298	9/26/2005	49,136.76
25301	9/26/2005	75,465.72
25302	9/26/2005	49,136.76
25304	9/26/2005	49,136.76
25306	9/26/2005	39,555.99
25309	9/26/2005	74,495.52
25311	9/26/2005	40,197.88
25313	9/27/2005	49,136.76
25315	9/27/2005	49,136.76
25317	9/27/2005	49,136.76
25319	9/27/2005	49,136.76
25322	9/27/2005	49,136.76
25324	9/27/2005	67,723.20
25325	9/28/2005	2,935.96
25326	9/28/2005	49,929.30

PBR Knoxville LLC
Delphi Outstanding Amounts
Detail Listing

Invoice	Ship Date	Amount
25329	9/29/2005	2,806.21
25338	9/28/2005	61,744.68
25342	9/28/2005	111,465.99
25345	9/28/2005	54,178.56
25369	9/30/2005	53,617.60
25371	9/30/2005	53,574.40
25373	9/30/2005	53,574.40
25378	9/30/2005	40,131.92
25385	10/3/2005	49,136.76
25387	10/3/2005	49,136.76
25389	10/3/2005	49,136.76
25390	10/3/2005	75,465.72
25392	10/3/2005	49,136.76
25393	10/3/2005	50,593.68
25394	10/3/2005	74,495.52
25397	10/3/2005	49,136.76
25399	10/3/2005	31,235.44
25402	10/4/2005	49,136.76
25404	10/4/2005	44,677.92
25406	10/4/2005	49,136.76
25407	10/4/2005	75,465.72
25409	10/4/2005	49,158.76
25410	10/4/2005	74,495.52
25412	10/4/2005	35,694.28
25415	10/4/2005	44,677.92
25417	10/4/2005	35,802.66
25420	10/4/2005	49,136.76
25422	10/4/2005	49,136.76
25424	10/4/2005	49,136.76
25425	10/5/2005	548.88
25426	10/5/2005	18,860.97
25427	10/5/2005	28,864.00
25428	10/5/2005	43,296.00
25429	10/5/2005	1,754.68
25432	10/4/2005	49,136.76
25433	10/4/2005	75,465.72
25434	10/4/2005	133,688.34
25435	10/4/2005	74,495.52
25438	10/4/2005	49,136.76
25441	10/4/2005	31,235.44
25442	10/4/2005	130,069.80
25444	10/6/2005	49,136.76
25446	10/6/2005	49,136.76
25448	10/6/2005	49,136.76
25452	10/6/2005	22,317.76
25454	10/6/2005	49,136.76

PBR Knoxville LLC
Delphi Outstanding Amounts
Detail Listing

Invoice	Ship Date	Amount
25455	10/6/2005	74,495.52
25456	10/6/2005	75,879.54
25458	10/6/2005	49,136.76
25459	10/6/2005	130,069.80
25469	10/7/2005	75,465.72
25473	10/7/2005	74,495.52
25474	10/7/2005	90,326.25
25105	9/9/2005	687.00
Total		<u>10,511,688.85</u>